

Confidential Resume of Craig A. Anderson

*** Treasury Operations.** I developed and managed comprehensive cash management control and reporting system, including decentralized depository control accounts, automatic sweep accounts and new accounts payable tracking and disbursement systems. I assisted in the reorganization of the Company's international purchasing operations and negotiated special form international letter of credit agreements to administer the process. I also developed and administered the Company's cash flow models. I was responsible for the Company's nationwide collections activities and managed the Company's credit card clearing processes.

*** Financial Restructuring.** I negotiated a foreclosure standstill agreement with the Company's bank in November 1992 and in March 1993 closed negotiations for loan agreements with two new banks, refinancing the Company's prior debt and converting a portion of its revolving short term debt into long term financing. I also successfully negotiated several long term lease financing packages covering portions of the Company's capital expenditures.

*** Equity Recapitalization.** I assisted in the final negotiations of a plan to restructure the Company's equity position. In March 1993, I drafted all of the necessary documents and closed the transaction. As part of this process, I also amended the Company's Articles of Incorporation, restated its Bylaws and formalized the composition and role of its Board of Directors. While I was a member of the Board, I organized and chaired its meetings.

*** Personnel Management.** I formalized the Company's personnel department and directed the preparation of the Company's first employee handbook and personnel policy manual. I reactivated the Company's safety committee and initiated an OSHA compliance program, substantially reducing worker accidents and compensation claims. I initiated the conversion of the Company's profit sharing plan to a 401K plan. I also restructured the Company's wage policies and computerized the Company's payroll and human resources accounting systems.

*** Risk Management.** I designed a formal RFP process for the Company's insurance programs and coordinated a nationwide search and bidding process which reduced the Company's insurance expense by over 20% while expanding coverage and placing policies with more highly rated carriers.

*** Legal Matters.** I coordinated and supervised the Company's 5 outside law firms and insurance counsel which handled such matters as general contract work, labor issues, patent and trademark issues, product liability litigation and sales and use tax issues.

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**July 1989 to
March 1993**

**DialNet, Inc.
Sioux Falls, South Dakota
Director, Vice President-Chief Executive Officer,
General Counsel and Corporate Secretary
Executive Committee Member**

DialNet was the seventh largest long distance company in the United States. I was hired in 1989 to prepare the Company for an initial public offering and in 1991 was promised the job of President and Chief Executive Officer as part of the process. I resigned in September 1992 due to the sale of DialNet to LDDS/Worldcom, a competing company. I continued to serve as a management consultant to the Company until the sale was completed in March 1993.

During my tenure at DialNet my duties expanded to the point where by 1990 I was serving as the Company's senior corporate operations executive. I reorganized the Company and was responsible for planning and administering the Company's 1990, 1991 and 1992 expansion plans. Sales volume increased from approximately \$10,000 per week to over \$100,000 per week. Annual gross revenues increased from \$24 million to over \$96 million. DialNet's operations expanded from 2 states to 49 states and its employee base grew from less than 40 to over 600 employees. In 1990, DialNet was ranked by *Inc.* magazine as the 23rd fastest growing private company in the United States.

My responsibilities at DialNet included:

*** Coordination of Company Management.** I reorganized the Company by customer service operational, sales and administrative core processes and formulated its departmental management structure. I organized and chaired the bi-weekly manager meeting and coordinated middle management activities. I also organized and chaired the Company's Board Meetings.

*** Strategic Planning and Management.** I planned the Company's long range financial goals around the Board's strategic policy decisions and established and managed the Company's administrative and operational policies and procedures to meet those goals. I designed a comprehensive forecasting and projection model which was used to plan the Company's growth and control its operations. The model included detailed month-by-month revenue and expense forecasts, monthly balance sheet projections and a monthly cash flow projection. Within one year this model was accurate enough to project the company's financing requirements and forecast its financial statements with no material year-end audit adjustments.

*** Bank Relations.** I negotiated and administered a series of credit agreements increasing from \$8 million to \$17.5 million. I also planned and administered the Company's interest rate swap programs.

*** Acquisitions.** I negotiated, closed and incorporated into the Company a series of acquisitions designed to consolidate the Company's competitive position in its major markets. I was also given the primary responsibility for managing the acquired operations until they were absorbed into the Company.

*** Network Operations Management.** I coordinated the Company's network operation activities including switch and POP acquisitions and operations, siting locations, carrier collocation agreements, customer premise installations and service, and network design and implementation. I was directly responsible for the Company's operating budget and negotiated and administered the Company's network carrier agreements.

*** Telephone Systems Division.** I was given direct authority for the Company's 7 state telephone equipment sales and service division which I completely reorganized, improving profitability by over \$1 million on annual sales of approximately \$2 million.

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*** MIS and Accounting Systems Management.** I redesigned and computerized the Company's accounting and payable systems, in-house order entry, billing and customer service systems, multi-state tax reporting system and its management information systems. The new system increased order entry capacity by 67%, reduced order installation time by up to 90% and accelerated overall cash flow by 3-4 weeks. It also allowed DialNet to pioneer such new products as custom billing, virtual private networks, multi-location billing, bundled discounting and calling circles. I also designed and administered the Company's operational and sales reporting systems, coordinated the company's financial audits, and designed its formal control procedures.

*** Sales and Marketing.** I conceptualized and coordinated the Company's product development activities and new product market introductions. I consulted daily with the Company's regional sales managers to set pricing levels, implement sales incentive programs and design customer-specific service agreements. I was responsible for monitoring competitor activities and implementing counter strategies. I designed and wrote the Company's sales compensation systems.

*** Collections.** I was responsible for the design and administration of the Company's nationwide collections activities, which were centralized in Sioux Falls and conducted by a seven person specialized collections staff.

*** Risk Management.** I negotiated special form policies to cover the Company's unique operational risks and facilitate the Company's nationwide expansion.

*** Personnel Management.** I formulated the Company's personnel policies and employee benefit plans, wrote its personnel manual and multiple office OSHA manual, and designed and administered its multi-state payroll system. I also designed the Company's complex sales commissions and bonus reporting systems.

*** Facilities Planning and Management.** I supervised the leasing of 84 sales and operational facilities and the design and construction of the Company's 32,000square foot administrative office building.

*** Regulatory Compliance and Other Legal Matters.** I drafted and administered the Company's state, federal and international tariff filings, appeared and testified at numerous regulatory hearings and coordinated the activities of the company's 9 outside law firms. I also authored and published *The South Dakota Telecommunications Policy Review* and was a founding director and officer of the South Dakota Telecommunications Action Group, a consumer interest lobbying organization.

January 1987 to
July 1989

Anderson & Anderson
A Professional Corporation
Sioux Falls, South Dakota
Director, Chairman and President

Private legal practice emphasizing corporate, securities, tax and regulatory law. I represented clients involved in corporate reorganizations, bank financings, public and private equity offerings and real estate developments. Major representations included the formation and operation of a nationwide advertising agency, the formation of a California software development company, several California low income housing syndications, numerous wind energy developments in California and abroad, and the formation of a new international baseball league. I also managed the firm's operations and designed its billing and accounting systems. I began representing DialNet as its attorney in late 1987 and my involvement steadily increased to the point where I was hired as a full-time officer in July 1989.

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**April 1983 to
January 1987**

**The Zond Group
Tehachapi, California
Director, Senior Vice President-
General Counsel and Corporate Secretary**

The Zond Group pioneered the development of commercial wind energy generating facilities in California. During my employment, Zond installed over 2200 commercial wind turbines with an aggregate rated capacity of over 170 megawatts. Annual revenues rose from \$420,000 in 1981 to over \$70 million in 1985 while total assets increased from approximately \$2 million in 1981 to over \$117 million in 1985. I resigned as an officer in January 1987 as part of a corporate downsizing caused by the withdrawal of Zond's initial public offering in late 1986. Zond continued to retain me as legal counsel while I was in private practice and I remain a shareholder and hold numerous investment interests in Zond's facilities.

While at Zond I had the primary responsibility for the negotiation, documentation and closing of the following transactions:

- * Securities Offerings.** 26 public and private equity offerings which raised an aggregate of approximately \$216 million from over 4000 investors. Several of these entities were reporting companies under applicable Federal and California law. I also supervised Zond's planning for an initial public stock offering, which was withdrawn from the market in late 1986 due to unfavorable market conditions, and Zond's 1986 corporate reorganization which formed The Zond Group as a holding company for Zond's 21 subsidiary corporations.
- * Revolving Credit Agreements.** 9 inventory and accounts receivable secured revolving credit facilities with domestic and foreign commercial lenders ranging from \$1.2 million to \$30 million and involving international letters of credit, foreign currency hedging and interest rate swaps.
- * Project Financings.** 6 long term project financing facilities aggregating over \$85 million from both domestic and foreign commercial banks as well as other institutional lenders, including major pension and insurance funds.
- * Construction Financings.** 2 short term construction financing facilities aggregating \$27 million.
- * Joint Venture Financing.** 7 corporate and non-corporate wind energy development joint ventures, including one international marketing and distribution joint venture in which I was a director and officer.

I designed Zond's wind turbine management program, which significantly improved the Company's cash flow by allowing the sale, installation and operation of individual investor-owned wind turbines instead of large partnership-owned facilities. I also conceptualized and authored many of the unique operating agreements used in the Company's developments such as Windpark leases, subleases and easements; access and power transmission line easements; utility power agreements; wind turbine distribution, purchase, lease and construction agreements; Windpark management agreements and investment syndication and disclosure documents. I drafted and negotiated special form insurance policies to cover the company's facilities. I also designed the company's initial financial projection models.

My other responsibilities at Zond included (1) the negotiation and general supervision of real estate acquisitions, permitting and related development issues (including zoning and subdivision problems which led me to draft and lobby for special legislation to permit Zond's developments); (2) the design and supervision of the Company's state Public Utilities Commission and Federal Energy Regulatory Commission compliance strategies, (3) the negotiation and documentation of corporate acquisitions, including several development and manufacturing companies; (4) the management of Zond's 18 outside law firms; and (5) the maintenance of corporate minutes books, stock records, stock option and other employee benefit programs, including the company's retirement plans, which I designed and wrote.

Confidential Resume of Craig A. Anderson**August 1980 to
April 1983****Schramm & Raddue
Santa Barbara, California
Corporate Business Attorney**

Private legal practice emphasizing corporate, securities and tax law with extensive work for nonprofit organizations and their related for-profit affiliates in the medical and healthcare fields. My practice included the drafting of corporate merger and acquisition agreements and the design and administration of executive stock option plans, deferred compensation plans and qualified retirement plans. I also drafted numerous securities offerings covering real estate developments, oil and gas exploration, geothermal drilling operations, medical facilities and wind energy developments. In 1981 I began representing Zond and its founders and in 1983 I was hired as Zond's full-time attorney.

**July 1975 to
June 1977****Internal Revenue
Sioux Falls, South Dakota
Revenue Agent**

My experience as a Revenue Agent trainee included audits of both individual and corporate tax returns.

Professional Qualifications***Certified Public Accountant*****South Dakota*****Juris Doctorate*****University of Southern California****Admitted to practice in California,
Minnesota and South Dakota******Master of Business
Administration*****University of South Dakota****GPA: 4.0
Named Outstanding Graduate Student*****Master of Professional
Accountancy*****University of South Dakota****GPA: 4.0*****Bachelor of Arts,
Accounting, Economics
& Business Administration*****Augustana College****Degree Awarded Summa Cum Laude**

* Admitted to practice before the United States Tax Court, the United States Court of Claims, the United States District Courts in California and South Dakota and the United States Courts of Appeal for the Eight and Ninth Circuits.